

ELECTRONICALLY FILED  
MAY 26, 2006

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8 [Proposed] Counsel for the Official Committee Of  
 9 Equity Security Holders Of USA Capital First Trust  
 10 Deed Fund, LLC

11 **UNITED STATES BANKRUPTCY COURT**  
 12 **DISTRICT OF NEVADA**

13 In re:	)	BK-S-06-10725-LBR
14 USA COMMERCIAL MORTGAGE COMPANY,	)	Chapter 11
15 Debtor.	)	
16 In re:	)	BK-S-06-10726-LBR
17 USA CAPITAL REALTY ADVISORS, LLC,	)	Chapter 11
18 Debtor.	)	
19 In re:	)	BK-S-06-10727-LBR
20 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,	)	Chapter 11
21 Debtor.	)	
22 In re:	)	BK-S-06-10728-LBR
23 USA CAPITAL FIRST TRUST DEED FUND, LLC,	)	Chapter 11
24 Debtor.	)	
25 In re:	)	BK-S-06-10729-LBR
26 USA SECURITIES, LLC,	)	Chapter 11
27 Debtor.	)	
28 Affects	)	
29 <input checked="" type="checkbox"/> All Debtors	)	Date: June 5, 2006
30 <input type="checkbox"/> USA Commercial Mortgage Co.	)	Time: 9:30 a.m.
31 <input type="checkbox"/> USA Securities, LLC	)	Place: Courtroom #2
32 <input type="checkbox"/> USA Capital Realty Advisors, LLC	)	
33 <input type="checkbox"/> USA Capital Diversified Trust Deed	)	
34 <input type="checkbox"/> USA First Trust Deed Fund, LLC	)	

26 **AMENDMENT TO THE APPLICATION FOR ORDER APPOINTING SHEA &**  
 27 **CARLYON, LTD. AS SPECIAL (NEVADA) COUNSEL FOR THE OFFICIAL**  
 28 **COMMITTEES OF EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST**  
**DEED FUND, LLC AND USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC;**

1                   **AND THE OFFICIAL COMMITTEE OF HOLDERS OF EXECUTORY CONTRACT**  
2                   **RIGHTS OF USA COMMERCIAL MORTGAGE COMPANY**

3                   The Official Committee of Equity Security Holders of USA Capital First Trust  
4                   Deed Fund, LLC (the "First Trust Deed Committee") appointed in the above-captioned  
5                   bankruptcy cases (the "Chapter 11 Cases"), hereby files this Amendment to the Application for  
6                   Order Appointing Shea & Carlyon, Ltd. as Special (Nevada) Counsel for the Official  
7                   Committees of Equity Security Holders of USA Capital First Trust Deed Fund, LLC and USA  
8                   Capital Diversified Trust Deed Fund, LLC; and the Official Committee Of Holders Of Executory  
9                   Contract Rights of USA Commercial Mortgage Company (the "Employment Application") and  
10                   respectfully states as follows:

11                   At the time of filing the Employment Application, the First Trust Deed  
12                   Committee, the Official Committee of Equity Security Holders of USA Capital Diversified Trust  
13                   Deed Fund, LLC (the "Diversified Trust Deed Committee"), and the Official Committee of  
14                   Holders Of Executory Contract Rights of USA Commercial Mortgage Company (the "Direct  
15                   Lender Committee" and, collectively with the First Trust Deed Committee and Diversified Trust  
16                   Deed Committee, the "Investor Committees"), had agreed, subject to Court approval, to engage  
17                   Shea & Carlyon, Ltd. ("Shea & Carlyon") as special Nevada counsel to the Investor Committees  
18                   for all matters of common interest. Subsequent to the filing of the Employment Application, the  
19                   Direct Investor Committee informed the First Trust Deed Committee and Diversified Trust Deed  
20                   Committee that it did not wish to continue with the joint representation in light of potential  
21                   conflicts. Shea & Carlyon understands that the Direct Investor Committee has formally  
22                   terminated its retention of Stutman, Treister & Glatt, P.C. in writing, and that such termination  
23                   extends to Shea & Carlyon's employment as well.

24                   As set forth in Section III of the Employment Application, the Investor  
25                   Committees agreed that, if Shea & Carlyon's joint representation of all three Investor  
26                   Committees was not approved, the First Trust Deed Committee would then seek the Court's  
27                   approval to Shea & Carlyon as its special Nevada counsel to represent its own interests in  
28                   matters arising in the Chapter 11 Cases. Accordingly, since the Direct Lender Committee is no

1 longer interested in pursuing joint representation, the First Trust Deed Committee hereby seeks  
2 the Court's approval to employ Shea & Carlyon as its special Nevada counsel as set forth in the  
3 Employment Application.

4 **WHEREFORE**, the First Trust Deed Committee hereby requests that the Court  
5 enter an order authorizing the First Trust Deed Committee to employ Shea & Carlyon as its  
6 special Nevada counsel, that such approval be effective as of May 10, 2006, and that Shea &  
7 Carlyon's compensation be set on such terms as are set forth in the Employment Application.

8 DATED this 26th day of May, 2006.

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SHEA & CARLYON, LTD.

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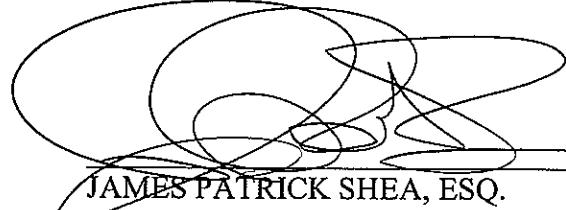
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of USA Capital First Trust Deed Fund, LLC